

**CARNEY
BADLEY
SPELLMAN**

LAW OFFICES
A PROFESSIONAL SERVICE CORPORATION
701 FIFTH AVENUE, SUITE 3600
SEATTLE, WA 98104-7010
FAX (206) 622-8983
TEL (206) 622-8020
TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION

April 12, 2013
Bill Number: 124906
File Number TUL003.0168

PROFESSIONAL SERVICES

Thru March 31, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
12/28/12	PRL	Telephone call to G. Bush regarding various issues.(4) Read TCAPP Limited Partnership Agreement.(6) Telephone call from R. Powers regarding same.(4) Read email from S. Pearson regarding P. Oakden.(3) Read email regarding Inland Coffee Retailers.(3)	2.00 Hrs	405.00 /hr	\$810.00
12/28/12	EKM	Genter EEOC: Revise Employee Guidebook policies.(1.7)	1.70 Hrs	325.00 /hr	\$552.50
12/30/12	PRL	Read email from G. Bush regarding question regarding TCAPP license.(3) Review TCAPP and GMCR License Agreements.(2.7) Preparation of email to J. Anderson regarding same.(.5) Preparation of email to G. Bush.(.5)	4.00 Hrs	405.00 /hr	\$1,620.00
12/30/12	JWA	Review e-mails from PRL re licensing issue (.2); telephone conference with PRL re same (.4); review GMCR License Agreement (.4).	1.00 Hrs	325.00 /hr	\$325.00
12/31/12	JKU	Legal research to determine whether trademark sublicense rights may survive termination of primary license agreement.	2.90 Hrs	230.00 /hr	\$667.00
12/31/12	JWA	Review and analysis of GMCR License Agreement, including legal research on licenses.	3.00 Hrs	325.00 /hr	\$975.00

TOTAL PROFESSIONAL SERVICES \$14,668.50

PROFESSIONAL SERVICES

JACQUELINE K. UNGER	2.90 Hrs	230.00 /hr	\$667.00
ELIZABETH K. MAURER	10.10 Hrs	325.00 /hr	\$3,282.50
JASON W. ANDERSON	4.00 Hrs	325.00 /hr	\$1,300.00
PATRICK R. LAMB	17.80 Hrs	405.00 /hr	\$7,209.00
ROBERT J. WEBER	6.80 Hrs	325.00 /hr	\$2,210.00
	<u>41.60</u>		<u>\$14,668.50</u>

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DISBURSEMENTS

Through March 31, 2013

Computer Research

Computer Research

51.98

Legal Messenger

Legal Messenger

10.00

TOTAL DISBURSEMENTS \$61.98

TOTAL THIS BILL \$14,730.48

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TULLY'S COFFEE CORPORATION
3100 AIRPORT WAY S
SEATTLE, WA 98134-2116

April 12, 2013
Bill Number: 124907
File Number TUL003.0168

Re: SPECIAL COUNSEL

REMITTANCE STATEMENT

Please enclose this page with your payment or include this information on your check stub.

<u>Bill number</u>	<u>Date of Bill</u>	<u>Bill amount</u>	<u>Credits/Late Fees</u>	<u>Amount due</u>	<u>Amount remitted</u>
124904	04/12/2013	\$8,302.50	\$0.00	\$8,302.50	\$ _____
124905	04/12/2013	\$16,627.50	\$0.00	\$16,627.50	\$ _____
124906	04/12/2013	\$14,730.48	\$0.00	\$14,730.48	\$ _____
* 124907	04/12/13	\$35,951.85	\$0.00	\$35,951.85	\$ _____
				<u>\$75,612.33</u>	\$ _____

* - Current Bill

If you have already paid any portion of the total balance, we thank you. If not, please remit payment in full as soon as possible.

METHOD OF PAYMENT

____ Check or money order payable to Carney Badley Spellman

____ Visa/MC No: _____ Exp Date: _____ Amount to Charge: _____

Name on Account: _____

Signature: _____

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SEATTLE, WA 98134-2116

April 12, 2013
Bill Number: 124907
File Number TUL003.0168

Re: SPECIAL COUNSEL

FOR PROFESSIONAL SERVICES

PROFESSIONAL SERVICES

Thru March 31, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
01/01/13	PRL	Review email from G. Bush.(.3) Review GMCR license.(1.0) Review email from J. Anderson analyzing specific GMCR license question.(.5) Preparation of email to G. Bush re same.(.4) Review email from G. Bush re same.(.3)	2.50 Hrs	405.00/hr	\$1,012.50
01/02/13	JKU	Research whether trademark sublicense rights may survive termination of primary license agreement (7.5) Draft email with findings to JWA. (1.0)	8.50 Hrs	230.00/hr	\$1,955.00
01/02/13	PRL	Review J. Unger analysis of equitable principles theory re GMCR license.(.7) Preparation of email to G. Bush re same.(.3)	1.00 Hrs	405.00/hr	\$405.00
01/02/13	EKM	Genter EEOC: Complete revisions to EEO policies (.4); prepare comparison of old and new policies for EEOC(.2); email comparison to M. Dringenberg and C. Campbell with explanations for various proposed policy changes.(.3)	0.90 Hrs	325.00/hr	\$292.50
01/02/13	EKM	Employment: Review letter from employee's attorney regarding lapse of healthcare coverage and draft reply.(1.1) Send reply to M. Dringenberg for approval.(.1)	1.20 Hrs	325.00/hr	\$390.00
01/03/13	EKM	Genter EEOC: Draft and send status report to EEOC regarding how Tully's has fulfilled specific obligations under the Conciliation Agreement.(.6)	0.60 Hrs	325.00/hr	\$195.00
01/04/13	PRL	Review emails from C. Evans re AFCM viewpoint on company sale process.(.5)	0.50 Hrs	405.00/hr	\$202.50

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01/04/13	EKM	Employment: Review reply from counsel for H. Laik regarding lapsed insurance coverage.(.1) Forward same to M. Drinkenberg with request for additional factual information and advise regarding non-retaliation.(.2)	0.30 Hrs	325.00/hr	\$97.50
01/08/13	PRL	Telephone call from S. Pearson.(.4) Review email from G. Bush re buyer question about public vehicles.(.3) Telephone call to G. Bush re same.(.3)	1.00 Hrs	405.00/hr	\$405.00
01/09/13	PRL	Telephone call from S. Pearson.(.5) Review email from R. Huebner re D&O claim response.(.2) Review email from S. Pearson re objections filed.(.3)	1.00 Hrs	405.00/hr	\$405.00
01/09/13	EKM	Conduct ERISA research regarding H. Laik matter.(.8)	0.80 Hrs	325.00/hr	\$260.00
01/11/13	EKM	Genter EEOC: Return call to B. Morgan to address questions from Creditor's Committee regarding terms of payment of insurance proceeds to Mr. Genter and obtain additional information regarding the timing of the motions.(.2)	0.20 Hrs	325.00/hr	\$65.00
01/12/13	PRL	Review emails from G. Bush re asset purchase agreement and schedules.(.3) Review asset purchase agreement and schedules.(3.2) Preparation of email to G. Bush re same.(.5)	4.00 Hrs	405.00/hr	\$1,620.00
01/14/13	PRL	Review asset purchase agreement and schedules.(1.7) Telephone call from G. Bush re same.(.3) Preparation of closing checklist.(1.5) Review emails from G. Bush and M. Farrell re closing notes.(.5)	4.00 Hrs	405.00/hr	\$1,620.00
01/14/13	EKM	Genter EEOC: Email C. Campbell and J. Winkler with update regarding status of bankruptcy motions regarding insurance payment.(.1)	0.10 Hrs	325.00/hr	\$32.50
01/14/13	KRM	Review of asset purchase agreement and schedules.(1.0) Draft closing checklist and email to P. Lamb.(1.0)	2.00 Hrs	165.00/hr	\$330.00

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01/15/13	PRL	Telephone call from S. Pearson.(.4) Review email from M. Farrell re closing items.(.4) Review email from G. Bush re same.(.3) Preparation of closing checklist.(1.4) Preparation of email to G. Bush re same.(.5)	3.00 Hrs	405.00/hr	\$1,215.00
01/15/13	KRM	Conference with P.(.2) Lamb regarding turning over minute books.(.3) Review of minute books. Revise closing checklist.(.3)	0.80 Hrs	165.00/hr	\$132.00
01/16/13	KRM	Revise closing checklist.(.3) Review of asset purchase agreement.(.3) Review of Washington Statue regarding shareholder approval of sale.(.3) Draft consent of the Board of Directors and officer's certificates.(2.3) Email documents to P. Lamb.(.1)	3.30 Hrs	170.00/hr	\$561.00
01/16/13	SSS	Draft form of Bill of Sale, Assignment and Assumption Agreement, and Assignment and Assumption of Lease.(1.7)	1.70 Hrs	275.00/hr	\$467.50
01/16/13	PRL	Telephone calls from G. Bush.(.6) Review emails from M. Farrell and G. Bush re closing checklist.(.8) Revision of same.(.7) Review email from S. Pearson.(.3) Preparation of side documents to asset purchase agreement.(2.9) Preparation of emails to M. Farrell and G. Bush re checklist and side documents.(.7)	6.00 Hrs	405.00/hr	\$2,430.00
01/17/13	KRM	Review of revised closing checklist. Review of executed Board consent approving bankruptcy auction.(.1) Update Corporate Focus records and minute book records.(.3)	0.50 Hrs	170.00/hr	\$85.00
01/17/13	PRL	Review emails from M. Farrell re closing items.(.5) Review email from C. Campbell.(.3) Review Board ratification of Global Baristas.(1.0) Meeting with G. Bush, J. Day, J. Cullen, J. Pearson, C. Campbell, S. Pearson and M. Avenatti.(1.5) Preparation of email to M. Farrell.(.3) Revision of closing checklist.(1.4)	5.00 Hrs	405.00/hr	\$2,025.00
01/18/13	PRL	Preparation of emails to M. Farrell.(.5)	0.50 Hrs	405.00/hr	\$202.50

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01/18/13	EKM	Genter EEOC: Forward Order and wiring instructions to insurer(.1); email exchange with insurer regarding release(.1); email bankruptcy counsel regarding approval to sign insurer's release(.1) Follow up telephone conference and emails with bankruptcy counsel.(.2) Additional email exchanges with client and insurer regarding Insurer's release.(.2)	0.70 Hrs	325.00 /hr	\$227.50
01/19/13	PRL	Review email from S. Pearson re meeting follow-up issues.(.5)	0.50 Hrs	405.00 /hr	\$202.50
01/21/13	PRL	Telephone call from S. Pearson re TCAPP issues.(.5) Preparation of assignment of IP rights.(.7) Review UCC search results.(.4) Review WARN Act question.(.4)	2.00 Hrs	405.00 /hr	\$810.00
01/22/13	PRL	Review outstanding closing items.(.7) Review revised closing checklist.(.6) Telephone conference with with all parties to go over closing checklist.(1.2)	2.50 Hrs	405.00 /hr	\$1,012.50
01/22/13	SSS	Telephone conference with P. Lamb, Buyer's counsel and Seller's counsel regarding closing checklist items. (.6) Draft Assignment of Intellectual Property.(.8)	1.40 Hrs	275.00 /hr	\$385.00
01/22/13	KRM	Order UCC search for state and King county.(.1) Review of UCC search results and forward to P. Lamb.(.3)	0.40 Hrs	165.00 /hr	\$66.00
01/23/13	KRM	Review and forward to P. Lamb King County UCC search results.(.2)	0.20 Hrs	165.00 /hr	\$33.00
01/23/13	SSS	Revise draft Assignment of Intellectual Property agreement.(.7)	0.70 Hrs	275.00 /hr	\$192.50
01/23/13	PRL	Telephone call from M. Farrell re TCAPP LP agreement.(.5) Review TCAPP questions.(1.5) Review revised closing checklist. Review emails from M. Farrell.(.5) Finalize draft IP assignment.(1.0) Review email from S. Pearson re D&O notification status.(.5) Review emails from C. Campbell.(.5) Preparation of email re need for additional Board consent.(.5)	5.00 Hrs	405.00 /hr	\$2,025.00

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01/24/13	SSS	Revise draft Intellectual Property Assignment Agreement.(.8)	0.80 Hrs	275.00/hr	\$220.00
01/24/13	KRM	Review of Asset Purchase Agreement and Schedules.(.6) Email to P. Lamb regarding same.(.1)	0.70 Hrs	165.00/hr	\$115.50
01/24/13	PRL	Telephone call from M. Farrell re TCAPP issues.(.4) Finalize Board consent to approve asset purchase agreement.(.5) Preparation of email re same.(.3) Review emails from various parties re closing checklist items.(1.0) Review auto vin/titles spreadsheet.(.3) Review IP assignment issues.(.5) Preparation of emails to G. Bush, C. Campbell and S. Schalla re closing checklist items.(1.0)	4.00 Hrs	405.00/hr	\$1,620.00
01/25/13	PRL	Telephone conference with all parties re closing checklist review.(1.0) Telephone call from M. Farrell re data room item.(.3) Review emails from G. Bush, M. Farrell and S. Pearson re closing items.(1.0) Preparation of emails to G. Bush, J. Cullen and M. Farrell re closing items.(.5) Review TCAPP issues.(1.0) Preparation of email to G. Bush re same.(.2)	4.00 Hrs	405.00/hr	\$1,620.00
01/25/13	KRM	Review of closing binders and files for Asia transaction.(1.50) Email to P. Lamb regarding same.(.1)	1.60 Hrs	165.00/hr	\$264.00
01/28/13	PRL	Telephone conference with G. Bush, M. Farrell and S. Pearson re TCAPP questions.(.7) Review email from G. Bush.(.5) Review Boeing consent letter.(.5) Preparation of email to G. Bush re same.(.4) Review email from M. Farrell re documents for TCJ trademark sale.(.5) Review files to find signed documents.(1.4) Review emails re closing checklist items.(1.0)	5.00 Hrs	405.00/hr	\$2,025.00

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01/28/13	SSS	Search SEC Edgar database for Form 8-K filing attaching asset purchase agreement with Tully's Coffee Japan Co., Ltd.(.7) Draft Assignment Separate From Certificate transferring shares of Tully's Coffee Asia Pacific, Inc. to Global Baristas, LLC.(.3) Draft Consent in connection with Limited Partnership Agreement of Tully's Coffee Asia Pacific Partners LP.(.9)	1.90 Hrs	275.00 /hr	\$522.50
01/28/13	KRM	Review of SEC filings.(.2) Prepare and forward to P. Lamb executed Asset Purchase Agreement regarding Tully's Coffee Japan Co., Ltd.(1.0) Review of Schedules for list of subsidiaries and forward to P. Lamb and S. Schalla.(.2)	1.40 Hrs	165.00 /hr	\$231.00
01/29/13	KSK	Conference with Susan Schalla re: request from Tully's for waiver of confidentiality to permit future communications with Buyer and Buyer's representatives.(.3)	0.30 Hrs	335.00 /hr	\$100.50
01/29/13	VDP	Prepare Certificate of Withdrawal for Idaho.(.1) Email same to client.(.1)	0.20 Hrs	155.00 /hr	\$31.00
01/29/13	PRL	Telephone call from G. Bush.(.3) Review emails from C. Campbell re closing items.(.6) Review emails from M. Farrell re outstanding items.(.6) Review updated closing checklist.(.5) Review email from J. Cullen re entity transfers.(.4) Preparation of assignment separate from certificate.(.6) Preparation of confidentiality waiver.(1.4) Preparation of emails to J. Cullen re side documents.(.6)	5.00 Hrs	405.00 /hr	\$2,025.00
01/29/13	KRM	Conference with P. Lamb regarding turning over original stock certificate of Tully's Coffee Asia Pacific, Inc. Update Corporate Records.(.3)	0.30 Hrs	165.00 /hr	\$49.50
01/29/13	SSS	Confer with P. Lamb and K. Kagan.(.2) Draft informed consent letter waiving confidentiality of communications with Carney Badley attorneys post-closing.(1.5) Draft letter to Buyer authorizing attorneys and firms that represented Tully's to communicate directly with Buyer after closing.(1.0)	2.70 Hrs	275.00 /hr	\$742.50

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01/30/13	KSK	Review draft letter to Scott Pearson prepared by Susan Schalla.(1) Review RPC 1.6 and Commentary. Revise and transmit back to Susan.(3)	0.40 Hrs	335.00/hr	\$134.00
01/30/13	PRL	Telephone conference with all parties re closing checklist review.(1.0) Telephone conference with Tully's Board. (1.0) Work on side documents to asset purchase agreement and other closing items.(2.0)	4.00 Hrs	405.00/hr	\$1,620.00
01/30/13	KRM	Update minute book records and Corporate Focus records with executed Board of Directors consent.(2) Review of list of vehicles and Internet research regarding value.(1.1) Email to Ms. Campbell for additional information.(2)	1.50 Hrs	165.00/hr	\$247.50
01/30/13	SSS	Draft bills of sale for five owned vehicles.(3)	0.30 Hrs	275.00/hr	\$82.50
01/31/13	SSS	Draft bills of sale for 5 owned vehicles to Buyer.(3) Confer with P. Lamb.(2) Draft waiver and release of claims by TCAPP, LP.(1.7)	2.20 Hrs	275.00/hr	\$605.00
01/31/13	PRL	Telephone call from S. Pearson re closing items and Boeing.(8) Telephone call from M. Farrell.(3) Review emails from M. Farrell, C. Campbell, J. Cullen and S. Pearson re various matters related to closing. R domain name status.(5) Preparation of waiver and release re TCAPP.(1.0) Revision of Bill of Sale for vehicles.(5) Revision of other side documents.(9) Preparation of emails to J. Cullen re side documents.(5) Preparation of emails to G. Bush, et al. re closing matters.(5)	5.00 Hrs	405.00/hr	\$2,025.00
TOTAL PROFESSIONAL SERVICES					\$35,640.00

PROFESSIONAL SERVICES

JACQUELINE K. UNGER	8.50 Hrs	230.00/hr	\$1,955.00
SUSAN S. SCHALLA	11.70 Hrs	275.00/hr	\$3,217.50
ELIZABETH K. MAURER	4.80 Hrs	325.00/hr	\$1,560.00
KELLI R. MADDEN	8.90 Hrs	165.00/hr	\$1,468.50

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KELLI R. MADDEN	3.80 Hrs	170.00/hr	\$646.00
KENNETH S. KAGAN	0.70 Hrs	335.00/hr	\$234.50
PATRICK R. LAMB	65.50 Hrs	405.00/hr	\$26,527.50
VAL PLACHY	0.20 Hrs	155.00/hr	\$31.00
	<u>104.10</u>		<u>\$35,640.00</u>

DISBURSEMENTS

Through March 31, 2013

Computer Research

Computer Research

311.85

TOTAL DISBURSEMENTS \$311.85

TOTAL THIS BILL \$35,951.85

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124904	04/12/2013	\$8,302.50	\$0.00	\$8,302.50	\$ _____
124905	04/12/2013	\$16,627.50	\$0.00	\$16,627.50	\$ _____
124906	04/12/2013	\$14,730.48	\$0.00	\$14,730.48	\$ _____
124907	04/12/2013	\$35,951.85	\$0.00	\$35,951.85	\$ _____
* 124908	04/12/13	\$24,839.75	\$0.00	\$24,839.75	\$ _____
				<u>\$100,452.08</u>	\$ _____

* - Current Bill

If you have already paid any portion of the total balance, we thank you. If not, please remit payment in full as soon as possible.

METHOD OF PAYMENT

_____ Check or money order payable to Carney Badley Spellman

_____ Visa/MC No: _____ Exp Date: _____ Amount to Charge: _____

Name on Account: _____

Signature: _____

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02/01/13	PRL	Review waiver and release.(.5) Review email from M. Farrell.(.4) Review M. Farrell open items list.(.5) Review emails re vin titles.(.5) Preparation of execution documents.(.5) Review email from M. Farrell.(.4) Review draft funds flow.(.5) Review email from M. Avenatti.(.4) Preparation of email to M. Degnan.(.3)	4.00 Hrs	405.00/hr	\$1,620.00
02/01/13	KRM	Review of Kelley Blue Book website to obtain value on vehicles.(2.6) Update vehicle spreadsheet.(.3) Review of closing checklist.(.2)	3.10 Hrs	170.00/hr	\$527.00
02/01/13	SSS	Draft Bill of Sale for owned vehicles.(.4) Confer with K. Madden.(.1)	0.50 Hrs	275.00/hr	\$137.50
02/04/13	SSS	Telephone conference with Buyer's counsel regarding status of closing items.(.5) Draft Vehicle Bills of Sale.(.7) Revise draft confidentiality waiver letter to add waiver of potential conflict of interest.(.8)	2.00 Hrs	275.00/hr	\$550.00
02/04/13	PRL	Prepare for closing checklist call.(.5) Telephone conference with all parties to review the closing checklist.(.6) Review email from M. Degnan of GMCR re domain names.(.3) Review vehicle bills of sale.(.5) Review revised waiver letter.(.5) Review email from C. Campbell.(.3) Review D&O correspondence.(.3)	3.00 Hrs	405.00/hr	\$1,215.00
02/05/13	PRL	Review emails from M. Farrell re updated closing checklist.(.5) Review same.(.5) Telephone call from S. Pearson re current issues.(.5)	1.50 Hrs	405.00/hr	\$607.50

**CARNEY
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SPELLMAN**

LAW OFFICES
A PROFESSIONAL SERVICE CORPORATION
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TAX ID #: 91-0911710

TULLY'S COFFEE CORPORATION

April 12, 2013
Bill Number: 124908
File Number TUL003.0168

PROFESSIONAL SERVICES

Thru March 31, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
02/06/13	PRL	Review emails from M. Farrell.(.5) Review open items.(.5) Review email from S. Pearson re D. Tawney.(.5) Revision of waiver letter.(.5)	2.00 Hrs	405.00/hr	\$810.00
02/07/13	SSS	Telephone conference with Buyer's counsel re: status and closing checklist items.(.6) Revise draft release of claims by TCAP and TCAPP.(.4)	1.00 Hrs	275.00/hr	\$275.00
02/07/13	PRL	Prepare for closing checklist call.(1.0) Telephone conference with all parties re closing checklist.(1.0) Review updated closing checklist.(.5) Review emails from M. Farrell re open items.(.5)	3.00 Hrs	405.00/hr	\$1,215.00
02/08/13	RJW	Conference with P. Lamb regarding Holdover/Sublease Agreement for new owners concerning the headquarters building.(.3) Review of correspondence from P. Lamb.(.3)	0.60 Hrs	335.00/hr	\$201.00
02/08/13	EKM	Genter EEOC: Check with B. Morgan regarding status of approval of release with insurer and forward news of expected order to client and J. Winkle.(.1)	0.10 Hrs	325.00/hr	\$32.50
02/08/13	PRL	Review emails from M. Farrell re open items.(.5) Review sublease form work on Carney Badley.(1.0) Work open items.(.5)	2.00 Hrs	405.00/hr	\$810.00
02/11/13	RJW	Finalized preparation of Sublease for Headquarters with Global Baristas.(3.1) Correspondence to P. Lamb.(.2)	3.30 Hrs	335.00/hr	\$1,105.50
02/11/13	PRL	Telephone call from S. Pearson re D. Tawney.(.4) Review emails from M. Farrell re open items.(.6) Review buyer Board certificates.(1.0) Preparation of email to M. Farrell re same.(.3) Finalize waiver and release.(.7) Preparation of email to J. Cullen re same. Finalize confidentiality waiver.(1.0) Preparation of email to J. Cullen re same.(.3)	4.30 Hrs	405.00/hr	\$1,741.50
02/11/13	EKM	Genter EEOC: Review Order from bankruptcy court; forward same to insurer and client with directions to wire funds for Mr. Genter.(.1)	0.10 Hrs	325.00/hr	\$32.50

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02/12/13	SSS	Review and revise draft Buyer's Certificate, CBS letter re: waiver of confidentiality and conflicts of interest to TC Global, Inc., and other Buyer closing documents.(1.2) Telephone conference with Buyer's counsel re: closing checklist and open items.(.6)	1.80 Hrs	275.00/hr	\$495.00
02/12/13	PRL	Prepare for closing checklist review.(.5) Telephone conference with all parties to review closing checklist.(.5) Telephone call from S. Pearson and C. Campbell re follow-up items.(.5) Review emails from M. Farrell re Open Items.(.5) Review revised buyer's certificates.(.5) Review revised waiver letter.(.5) Review emails from J. Cullen. Review buyer's changes to waiver and release.(.5) Review emails from S. Pearson.(.3) Review revised buyer's certificates.(.3) Review updated closing checklist.(.4)	4.50 Hrs	405.00/hr	\$1,822.50
02/13/13	PRL	Review email from M. Farrell.(.3) Review funds flow memorandum.(.3) Finalize waiver documents.(.4)	1.00 Hrs	405.00/hr	\$405.00
02/14/13	KRM	Review of closing checklist and closing documents.(.4) Prepare signature pages for execution and update signing list.(.8)	1.20 Hrs	170.00/hr	\$204.00
02/14/13	EKM	Genter EEOC: Draft letter to S. Genter enclosing check, referencing compliance with Conciliation Agreement, and copying EEOC.(.4)	0.40 Hrs	325.00/hr	\$130.00
02/15/13	PRL	Review closing checklist.(1.0) Telephone conference with all parties re same.(1.0) Review email from J. Scholde re GMCR domain name issues. Review email from S. Pearson.(.3) Review domain status (1.0) Review open issues.(.7)	4.00 Hrs	405.00/hr	\$1,620.00
02/18/13	PRL	Review emails from M. Farrell.(.6) Review updated closing checklist and open items list.(.5) Review email from M. Avenatti re same.(.3) Review email from S. Pearson re AFCM email requesting financing information.(.6)	2.00 Hrs	405.00/hr	\$810.00
02/19/13	PRL	Review emails from M. Farrell.(.5) Review outstanding close items list.(.5)	1.00 Hrs	405.00/hr	\$405.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
02/20/13	PRL	Review emails from M. Farrell.(.5) Review emails from M. Avenatti re outstanding items list.(.5) Finalize sublease term.(.5) Preparation of email to J. Cullen, et al. re same. Preparation of email to J. Cullen re domain names.(.2) Preparation of email to J. Cullen re revised waiver letter.(.3) Finalize waiver letter.(1.0)	3.00 Hrs	405.00/hr	\$1,215.00
02/21/13	SSS	Telephone conference with Buyer's counsel re: status of closing items.(.5)	0.50 Hrs	275.00/hr	\$137.50
02/21/13	PRL	Review closing checklist.(.5) Telephone conference with all parties re closing items.(1.0) Review emails from M. Farrell and S. Pearson re waiver letter.(.5) Revision of waiver letter. Review email from J. Cullen re sublease.(.5) Preparation of email to S. Pearson re waiver letter.(.5)	3.00 Hrs	405.00/hr	\$1,215.00
02/25/13	PRL	Review emails from M. Farrell re waiver letter and release payments.(.5) Review email from G. Bush re same.(.2) Preparation of email to G. Bush re same.(.3) Review emails from S. Pearson re M. Suga visit.(.5) Review TCAPP structure re possible bankruptcy impact.(1.5)	3.00 Hrs	405.00/hr	\$1,215.00
02/26/13	PRL	Telephone call from G. Bush re TCAPP issue.(.5) Telephone conference with G. Bush, M. Farrell, S. Pearson and C. Campbell to discuss updated closing checklist.(1.0) Review buyer comments on waiver letter.(.5) Telephone conference with all parties to review closing checklist.(1.0) Revision of sublease to use license to use structure.(1.0) Telephone conference with Board.(.5) Review emails from M. Farrell re release payments.(.5) Review emails from M. Farrell re updated closing checklist.(.2) Review updated checklist.(.5) Review email from C. Campbell re TCAPP.(.3)	6.00 Hrs	405.00/hr	\$2,430.00
02/26/13	SSS	Review TCAP and TCAPP waiver letter and revise closing date.(.2) Review buyer's comments to letter waiving privilege and confidentiality.(.3)	0.50 Hrs	275.00/hr	\$137.50

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Bill Number: 124908
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PROFESSIONAL SERVICES

Thru March 31, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
02/26/13	RJW	Conference with P. Lamb regarding License Agreement.(.2) Preparation of License Agreement for Global Baristas.(1.5) Correspondence to P. Lamb.(.1)	1.80 Hrs	335.00/hr	\$603.00
02/27/13	KSK	Review revised letter re: waiver of confidentiality, etc.(.2) Comments sent to PRL and SSS.(.2)	0.40 Hrs	345.00/hr	\$138.00
02/28/13	PRL	Review email from M. Farrell re Boeing update.(.3) Revision of license to use premises.(1.0) Review changes to waiver.(.7)	2.00 Hrs	405.00/hr	\$810.00
TOTAL PROFESSIONAL SERVICES					\$24,672.50

PROFESSIONAL SERVICES

SUSAN S. SCHALLA	6.30 Hrs	275.00/hr	\$1,732.50
ELIZABETH K. MAURER	0.60 Hrs	325.00/hr	\$195.00
KELLI R. MADDEN	4.30 Hrs	170.00/hr	\$731.00
KENNETH S. KAGAN	0.40 Hrs	345.00/hr	\$138.00
PATRICK R. LAMB	49.30 Hrs	405.00/hr	\$19,966.50
ROBERT J. WEBER	5.70 Hrs	335.00/hr	\$1,909.50
	<u>66.60</u>		<u>\$24,672.50</u>

DISBURSEMENTS

Through March 31, 2013

Advanced Costs

Secretary of State: Application of Withdrawal - Idaho 20.00

Legal Messenger

Legal Messenger 30.00

Records searches

FAIRCHILD RECORD SEARCH LTD: UCC search, county search 117.25

TOTAL DISBURSEMENTS \$167.25

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TULLY'S COFFEE CORPORATION

April 12, 2013

Bill Number: 124908

File Number TUL003.0168

TOTAL THIS BILL \$24,839.75

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TULLY'S COFFEE CORPORATION
3100 AIRPORT WAY S
SEATTLE, WA 98134-2116

April 12, 2013
Bill Number: 124909
File Number TUL003.0168

Re: SPECIAL COUNSEL

REMITTANCE STATEMENT

Please enclose this page with your payment or include this information on your check stub.

<u>Bill number</u>	<u>Date of Bill</u>	<u>Bill amount</u>	<u>Credits/Late Fees</u>	<u>Amount due</u>	<u>Amount remitted</u>
124904	04/12/2013	\$8,302.50	\$0.00	\$8,302.50	\$ _____
124905	04/12/2013	\$16,627.50	\$0.00	\$16,627.50	\$ _____
124906	04/12/2013	\$14,730.48	\$0.00	\$14,730.48	\$ _____
124907	04/12/2013	\$35,951.85	\$0.00	\$35,951.85	\$ _____
124908	04/12/2013	\$24,839.75	\$0.00	\$24,839.75	\$ _____
* 124909	04/12/13	\$17,508.00	\$0.00	\$17,508.00	\$ _____
				<u>\$117,960.08</u>	\$ _____

* - Current Bill

If you have already paid any portion of the total balance, we thank you. If not, please remit payment in full as soon as possible.

METHOD OF PAYMENT

_____ Check or money order payable to Carney Badley Spellman

_____ Visa/MC No: _____ Exp Date: _____ Amount to Charge: _____

Name on Account: _____

Signature: _____

CARNEY
BADLEY
SPELLMAN

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TULLY'S COFFEE CORPORATION
3100 AIRPORT WAY S
SEATTLE, WA 98134-2116

April 12, 2013
Bill Number: 124909
File Number TUL003.0168

Re: SPECIAL COUNSEL

FOR PROFESSIONAL SERVICES

PROFESSIONAL SERVICES

Thru March 31, 2013

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
03/01/13	SSS	Review changes to waiver letter from Tully's to buyer.(.1) Confer with K. Kagan and P. Lamb re: same.(.1)	0.20 Hrs	275.00/hr	\$55.00
03/01/13	PRL	Review email from S. Pearson re teleconference.(.4) Review markup and comments on waiver letter.(.4) Revision of waiver letter.(.4) Review closing checklist.(.4) Review issues re scope of waiver and work done post-close.(.4)	2.00 Hrs	405.00/hr	\$810.00
03/04/13	PRL	Review emails from M. Farrell re open items list and revised funds flow memo.(.5) Review same.(.5)	1.00 Hrs	405.00/hr	\$405.00
03/05/13	PRL	Telephone call from J. Day re TCAPP.(.5) Telephone conference with all parties to go over closing checklist and open items.(.5) Telephone call to J. Day re TCAPP.(.5) Review email from J. Day re assumption of TCAPP license.(.5) Review email from M. Farrell.(.5) Review updated closing lists.(.5)	3.00 Hrs	405.00/hr	\$1,215.00
03/06/13	PRL	Telephone calls from S. Pearson re M. Suga visit and TCAPP issues.(.5) Review email from M. Farrell re updated funds flow and open items list.(.1) Review same.(.5) Review emails re Farnam issues.(.1) Preparation of email to M. Farrell re Carney Badley items on open items list.(.3) Work on same.(2.0) Review email from J. Cullen re status of items.(.2) Revision of license agreement. Preparation of email to J. Cullen re same.(.2) Revision of waiver letter.(.5) Preparation of email to J. Cullen re same.(.1)	4.50 Hrs	405.00/hr	\$1,822.50

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
03/07/13	PRL	Telephone conference with all parties to review closing checklist.(.7) Review emails from M. Farrell, J. Day and S. Pearson re open items.(1.3)	2.00 Hrs	405.00/hr	\$810.00
03/07/13	JMK	Conference with P. Lamb re case and transaction status. (.3) Brief docket and claims register review. (.2)	0.50 Hrs	350.00/hr	\$175.00
03/08/13	PRL	Telephone conference with S. Pearson, J. Day re TCAPP issues.(.5) Review emails from M. Farrell re open items.(.3) Review TCAPP agreement.(.7) Review GMCR agreement re TCAPP carve-out.(.5)	2.00 Hrs	405.00/hr	\$810.00
03/11/13	PRL	Review email from K. Huebner re inquiry from D&O carrier.(.1) Review email from J. Cullen.(.1) Review revised waiver letter.(1.5) Review email from S. Pearson re D&O.(.1) Preparation of email to J. Cullen re waiver letter.(.2)	2.00 Hrs	405.00/hr	\$810.00
03/12/13	PRL	Telephone call from J. Day.(.4) Review emails from M. Farrell.(.3) Review update closing lists.(.3)	1.00 Hrs	405.00/hr	\$405.00
03/13/13	PRL	Review email from J. Day re license issues.(.1) Review email from S. Pearson re same.(.2) Review license issue re TCAPP to prepare response.(.6) Review email from S. Pearson re same. (.1)	1.00 Hrs	405.00/hr	\$405.00
03/14/13	PRL	Telephone call from S. Pearson re need for summary of TCAPP licenses position re GMCR termination.(.5) Preparation of same.(.5)	1.00 Hrs	405.00/hr	\$405.00
03/15/13	PRL	Telephone conference with Tully's advisors prior to closing checklist call to discuss strategy re Boeing consent.(1.0) Telephone conference with all parties to review closing checklist.(1.0) Review emails from M. Farrell and J. Day.(.3) Review revised closing lists.(.5) Review S. Pearson status update.(.2)	3.00 Hrs	405.00/hr	\$1,215.00

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03/19/13	RJW	Review of correspondence from P. Lamb, including revised License Agreement with buyer.(.1) Prepared a Compare vs. our prior draft.(.1) Review of the revised Agreement.(.2) Preparation of a revised License Agreement, including redlines and questions for P. Lamb.(.4)	0.80 Hrs	335.00/hr	\$268.00
03/19/13	PRL	Review closing checklists.(.4) Telephone conference with all parties re review of closing checklist.(.8) Telephone call from S. Pearson re same.(.4) Telephone conference with Tully's team re closing status.(.4) Review email from J. Day re Boeing.(.2) Review Boeing consent issues.(.4) Preparation of email to S. Pearson re license issues.(.4)	3.00 Hrs	405.00/hr	\$1,215.00
03/20/13	PRL	Review email from J. Cullen.(.3) Review buyer changes to license agreement.(.5) Review email from S. Pearson re Singapore license.(.6) Review R. Weber response to buyer comments on license agreement.(.6) Review email from S. Pearson re needed for response on Tully's Singapore.(.6) Review emails from S. Pearson re ANI letters to the court.(.8) Review S. Schalla email summarizing issues for Singapore response.(.6)	4.00 Hrs	405.00/hr	\$1,620.00
03/21/13	PRL	Review emails from S. Pearson re T. O'Keefe email.(.3) Review email responses re same.(.2)	0.50 Hrs	405.00/hr	\$202.50
03/22/13	PRL	Review closing checklist.(.5) Telephone conference with all parties to review open closing items.(.5) Preparation of email to J. Cullen re license agreement.(.3) Review emails re status.(.5) Review email from J. Day re Singapore license.(.2)	2.00 Hrs	405.00/hr	\$810.00
03/25/13	PRL	Telephone call from J. Cullen.(.3) Telephone call from S. Pearson.(.5) Review additional TCAPP questions from J. Cullen.(.1.0) Review questions from S. Pearson.(.5) Review emails from J. Cullen.(.2) Preparation of emails to J. Cullen re TCAPP questions.(.2) Review email from M. Farrell.(.1) Review TCAPP loan documentation.(.2)	3.00 Hrs	405.00/hr	\$1,215.00

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03/26/13	PRL	Telephone call from J. Cullen re TCAPP.(.2) Telephone call to S. Pearson re TCAPP documents needed.(.2) Review EPL TAU issues. (.3) Review emails from E. Maurer and S. Penner re same.(.4) Preparation of email to S. Pearson re same.(.3) Review email from M. Farrell re TCAPP documents.(.2) Review emails from J. Day re same.(.2) Review emails from S. Pearson re same.(.2)	2.00 Hrs	405.00/hr	\$810.00
03/27/13	PRL	Review email from M. Farrell re open items.(.5) Work on open items. (.6) Review emails from S. Pearson re EPL TAU and Google news alert.(.3) Review emails from C. Campbell, M. Farrell, S. Pearson and J. Day re TCAPP note payoff.(1.2) Preparation of email to J. Cullen re same.(.2) Review email from J. Cullen with more questions. (.2) Telephone call to C. Evans to get answers to J. Cullen questions.(.5) Review emails from C. Evans re same.(.5) Preparation of emails to J. Cullen re same.(.5) Preparation of email to M. Farrell answering status questions.(.5)	5.00 Hrs	405.00/hr	\$2,025.00

TOTAL PROFESSIONAL SERVICES \$17,508.00

PROFESSIONAL SERVICES

SUSAN S. SCHALLA	0.20 Hrs	275.00/hr	\$55.00
JASON M. KETTRICK	0.50 Hrs	350.00/hr	\$175.00
PATRICK R. LAMB	42.00 Hrs	405.00/hr	\$17,010.00
ROBERT J. WEBER	0.80 Hrs	335.00/hr	\$268.00
	<u>43.50</u>		<u>\$17,508.00</u>

TOTAL THIS BILL \$17,508.00